

BINGHAM

DUPLICATE FILE COPY ORIGINAL

WC 11-112

US BANK/FCC JUN 29 2011

Please Date Stamp & Return

Jean L. Kiddoo
Danielle Burt
(202) 373-6000 (Telephone)
(202) 373-6001 (Facsimile)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

June 28, 2011

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of Tel West Network Services Corporation and U.S. TelePacific Corp. for Grant of Authority to Complete a Transfer of Control of an Authorized Domestic Section 214 Carrier

Dear Ms. Dortch:

On behalf of Tel West Network Services Corporation ("Tel West") and U.S. TelePacific Corp. ("TelePacific") enclosed for filing is an original and six (6) copies of an application for approval of a transfer of control of Tel West from Jeff Swickard to TelePacific.

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,050.00, to the Federal Communications Commission, which satisfies the required filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt

Counsel for U. S. TelePacific Corp.

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

A/74418519.1

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 2020 K Street, NW			
(5) STREET ADDRESS LINE NO. 2 10th Floor			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 373-600		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Tel West Network Services Corporation			
(14) STREET ADDRESS LINE NO. 1 11501 Domain Dr			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Austin		(17) STATE TX	(18) ZIP CODE 78758
(19) DAYTIME TELEPHONE NUMBER (include area code) (512) 735-7300		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0012635231		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>06/28/2011</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input type="checkbox"/> VISA <input checked="" type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER <u>[REDACTED]</u>		EXPIRATION DATE <u>[REDACTED]</u>	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE <u>Renee Britt</u>		DATE <u>06/28/2012</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 2		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME U.S. TelePacific Corp.		
(14) STREET ADDRESS LINE NO. 1 515 S. Flower Street, 47th Floor		
(15) STREET ADDRESS LINE NO. 2 47th Floor		
(16) CITY Los Angeles		(17) STATE CA
		(18) ZIP CODE 90071
(19) DAYTIME TELEPHONE NUMBER (include area code) (213) 213-3000		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003733813		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

In the Matter of the Joint Application of
Tel West Network Services Corporation
and
U.S. TelePacific Corp.

File No. ITC-T/C-2011_____

WC Docket No. 11-_____

I. INTRODUCTION

Tel West Network Services Corporation (“Tel West”) and U.S. TelePacific Corp. (“TelePacific”) (together, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request authority to complete a transaction whereby TelePacific will acquire control of Tel West. Applicants file this Application in connection with a Stock Purchase Agreement (“Agreement”) dated June 22, 2011. Although the proposed transaction will result in a change in the ultimate ownership of Tel West, no assignment of licenses, assets or customers will occur as a consequence of the proposed transaction. Tel West will continue to provide service to its existing customers under the same rates, terms and

conditions. Accordingly, the proposed transaction will be virtually transparent to customers of Tel West.

B. Request for Expedited Consideration

As set forth below, TelePacific has significant financial resources and substantial experience operating as a regulated telecommunications provider. Also, the proposed transaction is structured to ensure that existing Tel West customers continue to enjoy uninterrupted service, and immediately following the proposed transaction, customers of Tel West will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In

particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Tel West Network Services Corporation

Tel West is a privately-held Washington corporation with its principal offices located at 11501 Domain Dr., Austin, Texas 78758. Tel West is a facilities-based Internet, data and voice communications provider in Texas that specializes in dedicated circuits for small, medium, and enterprise businesses.

B. U.S. TelePacific Corp.

TelePacific is a California corporation with its headquarters located at 515 S. Flower Street, 47th Floor, Los Angeles, California 90071-2201. TelePacific provides facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses in Nevada and California. TelePacific's affiliate Mpower Communications Corp. ("Mpower"), a Nevada corporation, also serves customers in Nevada and California, and its affiliate Arrival Communications, Inc. ("Arrival"), a Delaware corporation, serves customers in California. TelePacific's wholly-owned subsidiary TelePacific Managed Services ("TMS"), a California corporation, has an application pending to acquire assets to provide services to customers in California and Nevada.¹ With thousands of customers, TelePacific is one of the largest telecommunications companies headquartered in California.

¹ See IXC Holdings, Inc., Assignor, and TelePacific Managed Services, Assignee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 and 63.24 of the Commission's Rules to Complete an Assignment of Assets of

III. DESCRIPTION OF THE TRANSACTION

Applicants propose to complete a transaction ("Transaction"), pursuant to the Agreement, through which TelePacific will acquire control of Tel West. The transfer of control will occur as a result of TelePacific acquiring 100 percent of the stock of Tel West from Jeff Swickard, an individual who can be reached at Tel West's principal place of business, for cash. As a result, immediately following the consummation of the proposed Transaction, Tel West will be a direct, wholly-owned subsidiary of TelePacific. Applicants therefore request authority for the transfer of control of Tel West to TelePacific. For the Commission's reference, pre- and post-Transaction organization charts are provided as Exhibit A.

Following the proposed transaction, Tel West's customers will remain customers of Tel West and will continue to receive services under the same rates, terms and conditions as those services are presently provided to them. As a result, the proposed Transaction will be virtually transparent to Tel West's customers. The only change resulting from the Transaction will be that Tel West will be a direct, wholly-owned subsidiary of TelePacific, which is already well qualified to control the continuing operations of Tel West.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest in promoting competition among telecommunications providers. The proposed Transaction will enhance the ability of TelePacific and Tel West to expand their respective operations both in terms of service area coverage and through the ability of each entity to offer customers an expanded line of products and services. As a result, Applicants believe the combined companies will be able to compete more effectively against incumbent carriers and larger competitive carriers. Tel West will also have access to the

an Authorized Domestic and International Section 214 Carrier, WC Docket No. 11-85 and File No. ITC-ASG-20010509-00130 (filed May 9, 2011).

financial, operational and managerial resources of TelePacific. Such support will strengthen the competitive position of Tel West to the benefit of the telecommunications marketplace.

Moreover, the fitness of TelePacific to own a licensee of common carrier fixed point-to-point microwave services as well as domestic and international telecommunications services was confirmed by the Commission in connection with the 2011 acquisition of Nextweb, Inc. (“NextWeb”),² the 2010 acquisition of assets from O1 Communications, Inc.,³ the 2007 acquisition of Arrival,⁴ and the 2006 acquisition of Mpower by U.S. TelePacific Holdings Corp. (“TPAC Holdings”), the parent of TelePacific.⁵ In the context of those prior transaction approval proceedings, TelePacific disclosed that certain foreign investors hold a greater than 10 percent indirect interest in TPAC Holdings and, in separate discussions with the Department of Justice, including the Federal Bureau of Investigation, and the Department of Homeland Security, TPAC Holdings made specific commitments that addressed national security issues with respect to

² See In the Matter of Covad Communications Group, Inc., Transferor, NextWeb, Inc., Licensee, and U.S. TelePacific Corp., Transferee, Petition of Declaratory Ruling Under Section 310(b)(4) of the Communications Act, as Amended, IB File No. ISP-PDR-20110106-0001, DA No. 11-544. See also, WB File Nos. 0004550716, 0004555335, and 0004600142.

³ See In the Matter of the Joint Application of O1 Communications, Inc., Assignor, and U.S. TelePacific Corp., Assignee, for grant of authority pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission’s Rules to complete an assignment of assets of an authorized U.S. domestic section 214 carrier, WC Docket No. 10-156, DA 10-1515.

⁴ See In the Matter of the Joint Application of Arrival Communications, Inc., Transferor, and U.S. TelePacific Corp., Transferee, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. domestic and international Section 214 carrier, WC Docket No. 06-232, DA 07-721 and IB File No. ITC-T/C-20061211-00554, DA No. 07-676.

⁵ See In the Matter of the Joint Application of Mpower Holding Corporation, Transferor, and U.S. TelePacific Holdings Corp., Transferee, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, for the transfer of control of an authorized U.S. domestic and international Section 214 carrier, WC Docket No. 06-107, DA 06-1556 and IB File No. ITC-T/C-20060518-00282, DA No. 06-1526.

location of and access to billing records and other subscriber information and other law enforcement concerns. The investors who were disclosed in those transactions still hold interests in TelePacific and are disclosed below. TelePacific readily agrees to extend TelePacific's earlier commitments to include the Tel West operations following the Transaction closing.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Transferor:

Jeff Swickard
11501 Domain Dr.
Austin, TX 78758
512-735-7300 (Tel)

FRN: 0020965174

Licensee:

Tel West Network Services Corporation
11501 Domain Dr.
Austin, TX 78758
512-735-7300 (Tel)

FRN: 0012635231

Transferee:

U.S. TelePacific Corp.
515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
(213) 213-3000 (Tel)

FRN: 0003733813

63.18 (b) Jurisdiction of Organizations:

Licensee: Tel West is a corporation formed under the laws of the State of Washington.

Transferee: TelePacific is a corporation formed under the laws of the State of California.

63.18 (c) Correspondence concerning this Application should be sent to:

For TelePacific:

Jean L. Kiddoo
Danielle Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

With a copy to:

Nancy Lubamersky
VP, Public Policy and Strategic Initiatives
U.S. TelePacific Corp.
515 S. Flower Street, 47th Floor
Los Angeles, CA 90071-2201
510-995-5602 (Tel)
510-995-5603 (Fax)
nlubamersky@telepacific.com

For Tel West:

Jeff Swickard, President
Tel West Network Services Corporation
11501 Domain Dr.
Austin, TX 78758
512-735-7300 (Tel)

63.18 (d) Section 214 Authorizations

Licensee: Tel West holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-ASG-20050214-00077.

Transferee: TelePacific holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-19970828-00514.

63.18 (h) Ownership

The following entities hold, directly or indirectly a 10% or greater interest in Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:⁶

Pre- Transaction Ownership of Tel West:

The following individual owns or controls 10% or more of **Tel West Network Services Corporation**:

Name:	Jeff Swickard
Address:	11501 Domain Dr. Austin, TX 78758
Citizenship:	U.S.
Principal Business:	Individual
% Equity:	100%

Pre- and Post-Transaction Ownership of TelePacific:

- 1) The following entity owns or controls 10% or more of **U.S. TelePacific Corp.**

Name:	U.S. TelePacific Holdings Corp.
Address:	515 S. Flower Street, 47th Floor Los Angeles, California 90071-2201
Citizenship:	U.S.
Principal Business:	Holding Company
% Equity:	100%

- 2) The following entities own or control 10% or more of **U.S. TelePacific Holdings Corp.**

Name:	Investcorp S.A. ⁷
-------	------------------------------

⁶ While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, *see* 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

⁷ Investcorp S.A. does not hold a direct interest in TPAC Holdings. Instead, Investcorp S.A.'s 39.6% interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10% of TPAC Holdings. All of the intermediate corporations and the approximate magnitudes of their interests are as follows: Investcorp Properties Limited (2.1%); Investcorp International, Inc. (1.9%); Investcorp TPC L.P. (5.9%); and Investcorp Secondary Partners I, L.P. (7.4%). In addition, Investcorp S.A., or a wholly-owned subsidiary of Investcorp S.A., has entered into

Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Island
Principal Business: Investing
% Equity: 39.6%

Name: Clarity Partners, L.P.⁸
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S. (Delaware)
Principal Business: Investing
% Equity: 23.97%

- 3) The following entity owns or controls 25% or more of **Investcorp S.A.** (and indirectly owns or controls 10% or more of TelePacific).

Name: Investcorp Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100%

- 4) The following entity owns or controls 25% or more of **Clarity Partners, L.P.** (and indirectly owns or controls 10% or more of TelePacific).

revocable management agreements to direct the voting and disposition of the stock held by Aguanga Limited (2.3%); Cahuilla Limited (2.3%); Fallbrook Limited (2.3%); Palmas Limited (2.3%); TelePacific Holdings Limited (1.1%); TelePacific Equity Limited (11.9%). All of these entities are Cayman Islands companies, with the exception of Investcorp Properties Limited and Investcorp International, which were formed in Delaware, and have their principal places of business in Delaware and New York, respectively. All of the Cayman Islands companies can be reached at c/o Paget Brown Trust Company Limited, P.O. Box 1111, West Wind Building, Harbour Drive, George Town, Grand Cayman, Cayman Islands, except for Aguanga Limited, Cahuilla Limited, Fallbrook Limited and Palmas Limited, which can be reached at: c/o Martonemere Services Ltd., P.O. Box 2197, West Wind Building, Harbour Drive, George Town, Grand Cayman, Cayman Islands.

⁸

Clarity Partners, L.P., a Delaware limited partnership, holds 20.71% in TPAC Holdings. Two Delaware limited partnerships, Clarity Advisors, L.P. and Clarity Associates, L.P., hold 2.98% and 0.28% in TPAC Holdings, respectively. The general partner of each of these Delaware limited partnerships is Clarity GenPar, LLC, a Delaware limited liability company. All of these entities are can be reached at 100 North Crescent Drive, Suite 300, Beverly Hills, CA 90210.

Name: Clarity GenPar, LLC
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Investing
% Equity: 4.31%, General Partner

- 5) The following entities own or control 25% or more of **Investcorp Holdings Limited** (and indirectly own or control 10% or more of TelePacific).

Name: Investcorp Bank B.S.C.
Address: Investcorp House
P.O. Box 5430
Manama, Bahrain
Citizenship: Bahrain
Principal Business: Investment Bank
% Equity: 100% of equity (22.1% voting control)

Name: CP Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 40.4% voting control

- 6) The following individuals own or control 25% or more of **Clarity GenPar, LLC** (and indirectly owns or controls 10% or more of TelePacific).

Name: Barry Porter
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Individual
Ownership Interest: Managing Member

Name: Stephen P. Rader
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210
Citizenship: U.S.
Principal Business: Individual
Ownership Interest: Managing Member

Name: David Lee
Address: 100 North Crescent Drive, Suite 300
Beverly Hills, CA 90210

Citizenship: U.S.
Principal Business: Individual
Ownership Interest: Managing Member

- 7) The following entities own or control more than 25% of **Investcorp Bank B.S.C.** (and indirectly own or control 10% or more of TelePacific).

Name: CP Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investing
% Equity: 40.4%

Name: Ownership Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 19.8%

- 8) The following entity owns or controls more than 25% of **CP Holdings Limited** (and indirectly owns or controls 10% or more of TelePacific).

Name: Ownership Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 55.6%

- 9) The following entities own or control more than 25% of **Ownership Holdings Limited** (and indirectly own or control 10% or more of TelePacific).

Name: SIPCO Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 63.4%

- 10) The following entities own or control more than 25% of **SIPCO Limited** (and indirectly own or control 10% or more of TelePacific).

Name: SIPCO Holdings Limited
Address: c/o Paget-Brown Trust Company Ltd.
P.O. Box 1111, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Holding Company
% Equity: 100% of the voting stock

- 11) The following individuals manage **SIPCO Holdings Limited**: Mr. Nemir Kirdar (Great Britain citizen), H.E. Abdul-Rahman Salim Al-Ateeqi (Kuwait citizen), Mr. Abdul Aziz Jassim Kannoo (Saudi Arabia citizen), Mr. Mustafa Jassim Boodai (Kuwait citizen), Mr. Hussain Ibrahim Al-Fardan (Qatar citizen), and Ms. Stephanie Bess (U.S. citizen).

No other individual or entity owns or controls more than 10% directly or indirectly of **TelePacific**. Also, the only interest in FCC licensees currently held by the owners of TelePacific are their interests in TelePacific, Arrival, Mpower, NextWeb, and TMS.

Applicants do not have any interlocking directorates with a foreign carrier.

- 63.18 (i)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.
- 63.18 (j)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of TelePacific or Tel West, or that controls TelePacific or Tel West, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of TelePacific or Tel West and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.

- 63.18 (n)** Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** Tel West provides competitive telecommunications services in Texas. Tel West is the general partner of ICG ChoiceCom, L.P., which provides intrastate competitive telecommunications services in Texas. All of the services provided by Tel West and its affiliates are competitive in nature and neither Tel West nor any affiliated company holds a dominant position in any market.

TelePacific provides business communications services, including local, long distance, data and Internet services to thousands of small-to-medium sized businesses in Nevada and California. TelePacific is affiliated with Mpower, which provides telecommunications services in California and Nevada; Arrival, which provides telecommunications services in California; and TMS, which will provide telecommunications services in California and Nevada upon completion of an asset transaction pending before the Commission. All of the services of TelePacific, Mpower, Arrival, and TMS are competitive and neither TelePacific nor any affiliate holds a dominant position in any market.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03.

In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,

A handwritten signature in black ink, reading "Danielle Burt". The signature is written in a cursive, flowing style. The first name "Danielle" is written with a large, looped 'D' and the last name "Burt" is written with a large, looped 'B'. The signature is positioned above a horizontal line.

Jean L. Kiddoo

Danielle Burt

BINGHAM MCCUTCHEN LLP

2020 K Street, N.W.

Washington, DC 20006

(202) 373-6000 (Tel)

(202) 373-6001 (Fax)

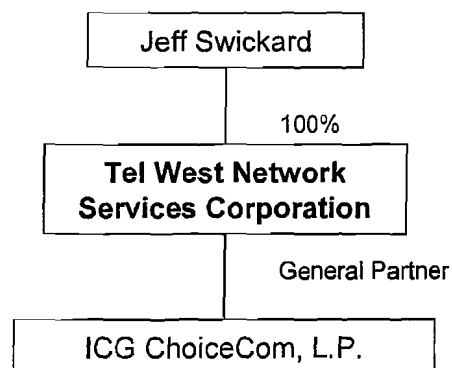
jean.kiddoo@bingham.com

danielle.burt@bingham.com

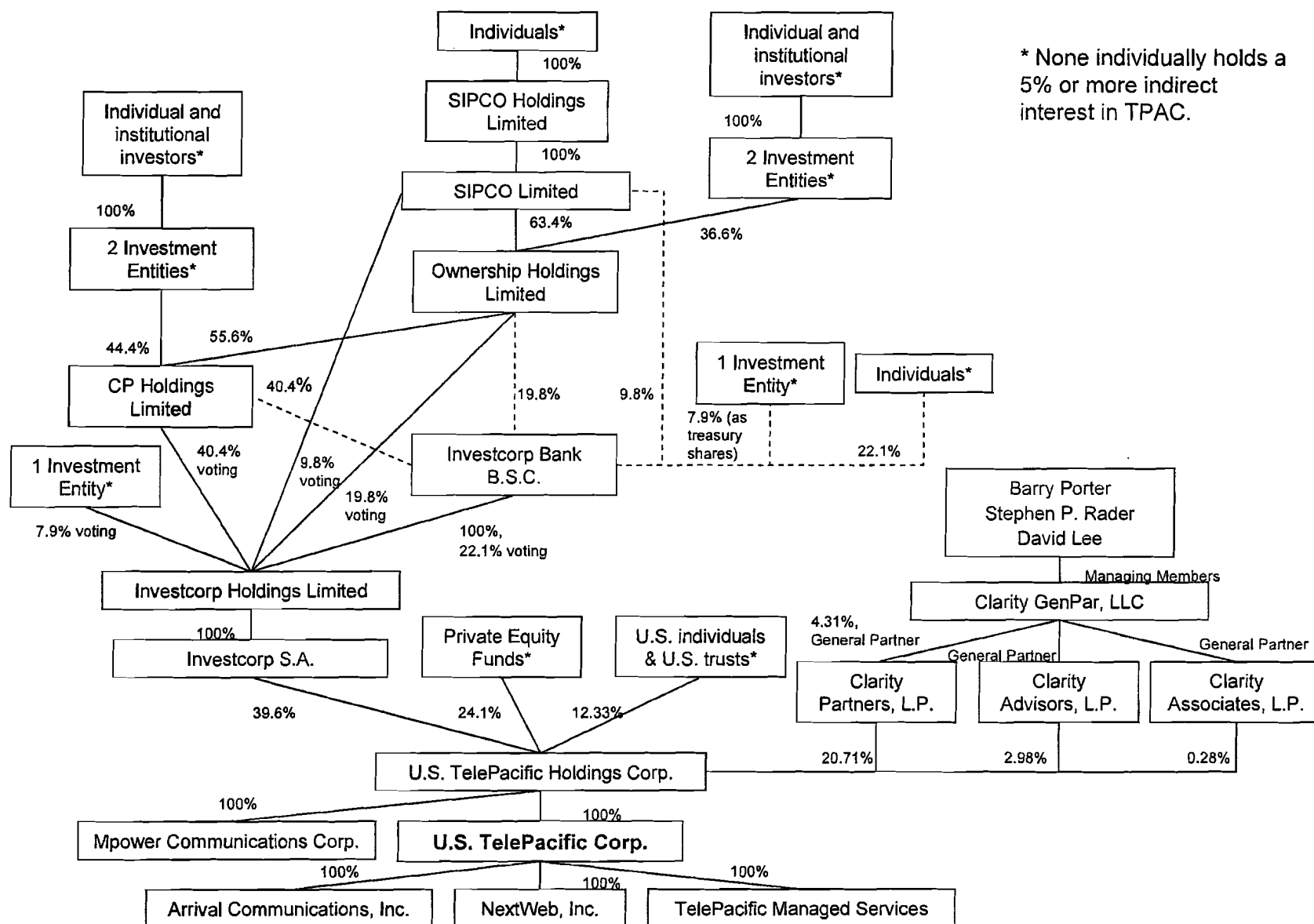
Counsel for U.S. TelePacific Corp.

Dated: June 28, 2011

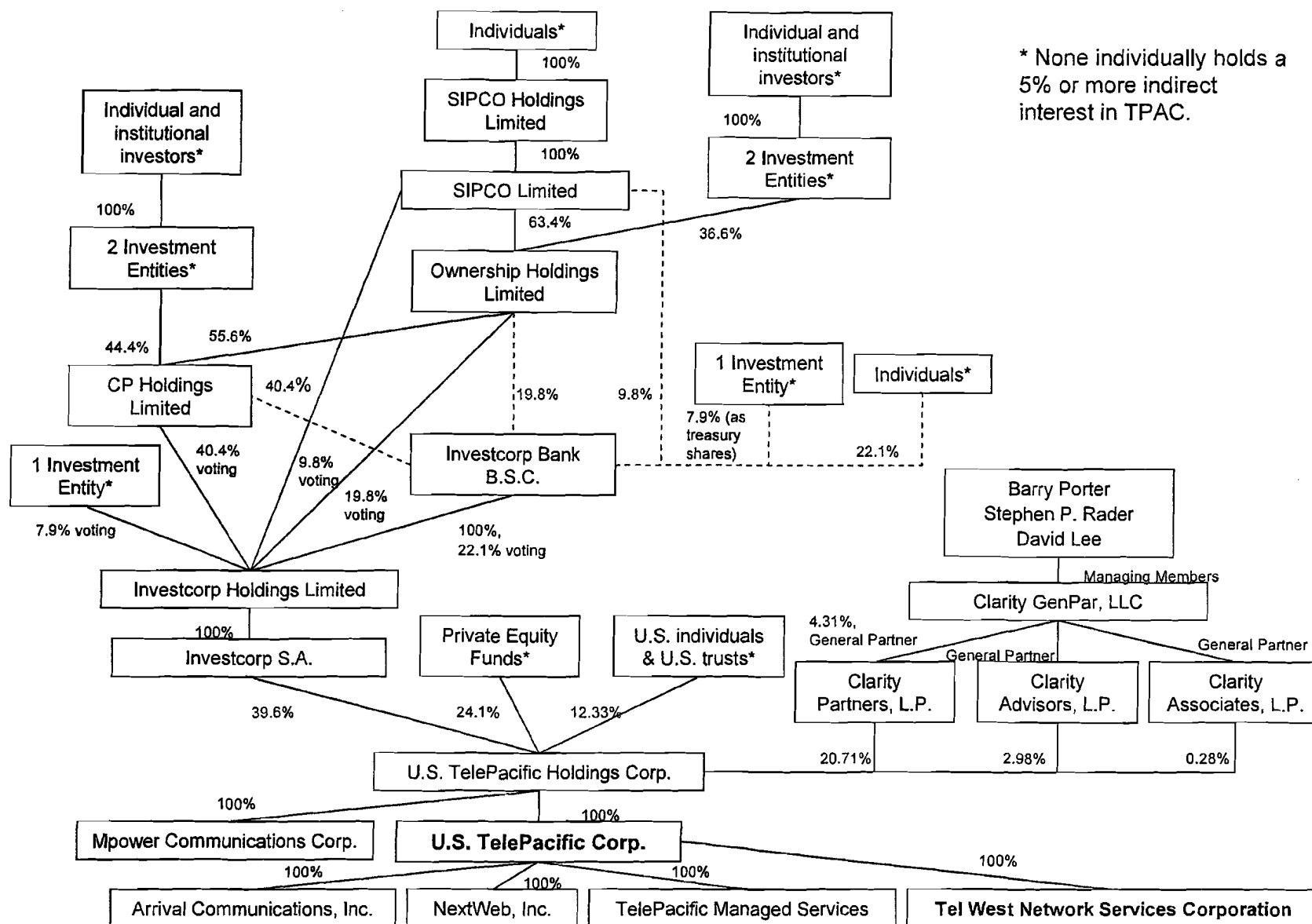
**Tel West Network Services Corporation
Pre-Transaction Ownership Chart**



U.S. TelePacific Corp. ("TPAC") Pre-Transaction Ownership Chart



U.S. TelePacific Corp. ("TPAC") Post-Transaction Ownership Chart



VERIFICATION

I, Jeff Swickard, state that I am the President of Tel West Network Services Corporation ("Tel West"); that I am authorized to make this Verification on behalf of Tel West; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Tel West and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23rd day of June, 2011.




Jeff Swickard
President
Tel West Network Services Corporation

VERIFICATION

I, Erich E. Everbach, state that I am the Senior Vice President and General Counsel of U.S. TelePacific Corp. ("TelePacific"); that I am authorized to make this Verification on behalf of TelePacific; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to TelePacific and its affiliates are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23rd day of June, 2011.

A handwritten signature in black ink, appearing to read "Erich E. Everbach", is written over a horizontal line.

Erich E. Everbach
Senior Vice President and General Counsel
U.S. TelePacific Corp.